

Exhibit "A"
MFS Agreement

MANAGEMENT AND FINANCIAL STABILIZATION AGREEMENT

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EXECUTIVE SUMMARY

The objective of this proposal is to stabilize the financial condition of the business referred to as Midtown Live. It is to promote more teamwork and leadership. This resolution ensures that the "Midtown Live" legacy and business will continue to serve hundreds of its customers in the Austin area and all around the country. This may facilitate new partnership possibilities.

BUSINESS CONDITION

WHEREAS, the business 4709 Incorporated, dba Midtown Live and hereafter referred to as Midtown Live is currently in default with agreement with ~~4709 INCORPORATED~~. *MAMALAMA ASSETS LLC*

WHEREAS, ~~4709 INCORPORATED~~ *MAMALAMA ASSETS LLC* are concerned with their investment and they never received the Deed in Lieu of foreclosure as per previous agreement.

WHEREAS, the business Midtown Live is financially unstable and unsustainable in its existing condition. *I disagree with this statement*

WHEREAS, the trajectory in getting a new mortgage in its present condition is challenging or non-existent.

WHEREAS, the business is incurring uncontrollable liabilities. Under existing arrangement, all liens liabilities are effectively shared with John Hoberman unless an aggressive action plan is implemented.

RESOLUTIONS

RESOLVED, that Midtown Live does hereby adopt and implement an Executive Control Board or hereafter referred to as (ECB) to take decisions or resolve any pending issues for Midtown Live. This ECB will meet once every week or as needed. The ECB will consist of a minimum of seven board members in order to simplify decision process

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and avoid deadlock. Any existing boards shall be temporarily disabled until the ECB is dissolved by both Selena Cash and ~~XXXXXXXXXX~~ *RE*

RESOLVED, that Anthony Leo Sheridan becomes the Chief Financial Officer (CFO) to manage financial risks and to organize the ECB into existence. In addition, give weekly accurate reporting to both Selena Cash and ~~XXXXXXXXXX~~ *MamaLama Assets LLC*

RESOLVED, that Selena Cash gives Anthony Leo Sheridan and the ECB complete authority to manage the daily operation for one year to stabilize the financial condition and to implement a total accountability system at all levels. *MamaLama Assets LLC* *du Rm*

RESOLVED, that Selena Cash to remain a figure head during the one-year duration and appear regularly and on special events. Selena Cash can submit in writing, at any time, any suggestion, concerns or recommendations to the ECB.

RESOLVED, that Midtown Live set up three brand new corporations to hold the real estate, one to hold the business and a corporation to hold equity in the form of a Trust for Selena Cash to avoid further erosion of her property and goodwill equity. The new corporations shall have safeguards in place to avoid any additional liability or potential lawsuits. Any salvaged equity will be restored after one year.

Generally, a loan guarantor must have a minimum of 51% ownership of the real estate holding company to sign for any new mortgage loan. *AK*

ECB will submit recommendations of business equity distribution and will be finalized mutually by Selena Cash and ~~XXXXXXXXXX~~ *AK*

RESOLVED, that a complete financial and the management terms of this interim agreement will be documented by Jan 1, 2018. *MamaLama Assets LLC*

RESOLVED, that Midtown Live strives to become a transparent business and hire a full time Certified Public Accountant.

RESOLVED, that Selena Cash assists Anthony Leo Sheridan in ascertaining a list of long and short-term debt. All owed State, and

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Federal taxes levied on 4709 Incorporated, dba Midtown Live to need to have a payment plan in place. *ARK*

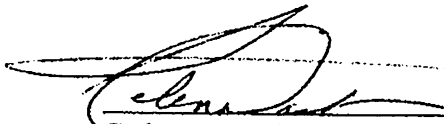
RESOLVED, that ~~██████████~~ *MAMA/AMA Assets LLC* agrees to a moratorium period until January 1, 2018 if Selena Cash agrees to this resolution. All revenue and expenses MUST have full accounting during the moratorium period, and reports must be submitted to Selena Cash and ~~██████████~~ *MAMA/AMA Assets LLC*


~~██████████~~ Any moratorium payments will be added to the principal balance. *ARK*


RESOLVED, that this is an option that is extended to Selena Cash. Notwithstanding resolution, this resolution does not replace any previous agreement between ~~██████████~~ and 4709 Incorporated, dba Midtown Live. *ARK*

RESOLVED, that this agreement can be dissolved at anytime only under agreement by both Selena Cash and ~~John Hoberman~~ *MAMA/AMA Assets LLC*

AGREEMENT ACKNOWLEDGEMENT


Selena Cash, Director of 4709 Inc, dba Midtown Live


~~██████████~~, Lender
Mama/ama Assets, L.L.C.


Anthony Sheridan, Proposed Chief Financial Officer


L.M. Rivers Jr Board AND TrustEE

The above agreement was entered on December 3, 2017